

# **AMENDED AND RESTATED BY-LAWS BLUEGRASS AREA DEVELOPMENT DISTRICT, INCORPORATED**

## **ARTICLE I**

### **NAME, AREA, AND PURPOSE**

#### **Section 1: Name**

This organization shall be known as the Bluegrass Area Development District, (hereinafter called the ADD) a 501 (c)(1) Corporation created by KRS 147A.050 non-profit corporation duly incorporated and existing under and by virtue of the laws of the Commonwealth of Kentucky.

#### **Section 2: Area**

The area comprising the Bluegrass Area Development District shall include the counties of Anderson, Bourbon, Boyle, Clark, Estill, Fayette, Franklin, Garrard, Harrison, Jessamine, Lincoln, Madison, Mercer, Nicholas, Powell, Scott, and Woodford Counties (hereinafter called the Area).

#### **Section 3: Purpose**

The primary purpose of the ADD shall be to plan, promote, and encourage the comprehensive development of the Area's resources including but not limited to community services, transportation, health, education, human and natural resources.

## **ARTICLE II**

### **BOARD OF DIRECTORS**

#### **Section 1: Composition of the Board of Directors**

The Board of Directors shall be the governing and policy-making body of the ADD. The Board of Directors shall total seventy-five (75) persons and shall be composed of or elected as follows:

- A. The County Judge/Executive of each county or his/her designee. (The designee shall be a member of the Fiscal Court and his/her votes and commitments shall be binding upon the official he or she represents.)
- B. The Mayor or his/her designee from each of the participating counties. In counties where there exists a first, second, or third class city as well as other cities of lower class designation, the Mayor of the first, second or third class city and a Mayor of one other city or their designee shall be represented on the Board. (The designee shall be a member of the city commission/council and his/her votes and commitments shall be binding upon the official he or she represents). All remaining Mayors in the Area not elected to the Board of Directors may serve as Ex-Officio members without the right to vote or hold office on the Board.
- C. Thirty-seven (37) citizen directors who will be representative of the diverse social and economic interests of the Area including, but not limited to:
  1. Agriculture
  2. Chambers of Commerce

3. Civic Organizations
4. Clergy or religious groups
5. Community development associations
6. Homemakers or consumer groups
7. Insurance, banking, finance
8. Labor organizations
9. Land developers, real estate
10. Legal, Architectural, Engineering, and Planning Professions
11. Manufacturing
12. Medical
13. Minority groups
14. Poor, unemployed, underemployed
15. Printed and electronic news media
16. Public or private school systems
17. Transportation
18. Utilities
19. Wholesale and Retail Commerce
20. Youth organizations
21. Women

Of the thirty-seven (37) citizen directors, three (3) shall be at-large directors.

- D. The Board Directors consisting of the Mayors and the County Judge/Executive shall nominate and accept nominees from the above groups. At the Annual Meeting the Board Directors by majority vote shall elect from the nominee's, citizen directors and at-large directors, in so doing, they shall assure a desirable mix of socioeconomic interest and proper geographic distribution according to Article I, Section 2. The Nominating Committee shall be responsible for the nomination of the three (3) At-Large Directors.
- E. Because the involvement of the citizens of economic and racial diversity relate directly to the effectiveness of the ADD in attaining its purpose in Article I, Section 3, there shall be representation of the poor, unemployed, or underemployed and representation of the interests of the minority sector of the society.
- F. The Chair of each functional advisory committee must be an elected official of the Board of Directors (see Article VIII, Section 1). Functional advisory committee chairs will be nominated by the ADD Chair and presented to the Board of Directors for approval at the Annual Board Meeting.

## **Section 2: Geographic Distribution of Directors**

Each county shall have a least two (2) public officials and two (2) citizen members on the ADD Board.

## **Section 3: Term of Office**

In the case of public officials - Mayor and County Judge/Executives - the terms of office as Directors on the ADD Board shall coincide with their elective term of office.

Citizen Directors shall serve terms of three (3) years to expire at the annual meeting of the Board of Directors.

At-Large Directors shall serve terms of one (1) year to expire at the annual meeting of the Board of Directors.

Properly seated Director Emeritus positions shall serve an indefinite term.

#### **Section 4: Powers and Duties of the Board of Directors**

The Board of Directors shall regulate and supervise the management and operation of the Development District. It shall attend to arrangements for carrying on the operation in a businesslike manner. The Board of Directors shall have the responsibility of developing policies under which the Development District shall function. All policies accepted by the Board of Directors shall be prepared in written form and communicated to the Development District membership. The Board of Directors hereby delegates broad powers to the Executive Committee for the management and operation of the Development District, including but not limited to, all of the duties and powers set forth in KRS 147A.070, the power to recommend the selection of an Executive Director to the Board of Directors, the power to delegate all powers and authority to the Executive Director which the Executive Committee deems necessary or appropriate for the operations of the day-to-day affairs, the power and authority to remove the Executive Director, with or without cause, the power and authority to enter into contracts and the power and authority to delegate authority to Officers or the Executive Director. The Board of Directors requires the Executive Committee to provide full and complete reports to the Board of Directors at all quarterly meetings.

#### **Section 5: Removal of Directors**

Any Director may be removed at any time, for cause, by a super-majority vote of two-thirds of the Board of Directors who have attended the meeting at which the decision to remove the Director is properly on the agenda for consideration. The Director must be provided with notice at least thirty (30) days in advance of such action. Notification must specify cause and date, time, and place of pending action and must be delivered by registered mail. Removal may be initiated by any Director. Cause for removal is deemed to include:

- A. Direct conflict of interest;
- B. Violation of law applicable to this organization; or
- C. Conduct unbecoming a Director of this organization or prejudicial to its purpose in Article I, Section 3, hereinabove.

#### **Section 6: Filling of Vacancies**

Any vacancy of a Mayor or Judge/Executive designee shall be filled by appointment of the relevant Judge/Executive or Mayor. If the Director is a Judge/Executive or Mayor, his/her legally appointed or elected successor shall replace him/her on the Board. In the event that less than one hundred twenty (120) days remain in the term of office vacated, the remaining term may be left vacant.

### **ARTICLE III**

#### **BOARD OF DIRECTORS MEETING**

##### **Section 1: Annual Meeting**

The Annual Meeting of the Board shall be conducted once a year at a date, time and place designated by the Executive Committee.

##### **Section 2: Regular Meetings**

Meetings of the Board of Directors shall be scheduled and such meetings shall be held quarterly at such a date, time, and place in the District as prescribed by the notice of said meeting, with the Annual Meeting counting as one of these regular meetings. At all properly called Board meetings, a simple majority of all Directors, including one officer present, shall be necessary to constitute a quorum to transact

business, but any lesser number shall be sufficient to adjourn a meeting. If a vacancy occurs for any reason, the remaining Directors shall be the basis for determining a quorum.

### **Section 3: Special Meetings**

Special meetings of the Board of Directors shall be held on the call of the Chair of the Board or any fifteen (15) members of the Board. The time, place, date, and purpose of said Special Meetings shall be as designated by the notice of said meeting and said notice shall be given by e-mail a minimum of twenty-four (24) hours prior to the meeting.

### **Section 4: Notice Requirement**

Notice of the Annual Meeting and other Regular Meetings shall be mailed or e-mailed to each Director not less than twenty-four (24) hours prior to the meeting. This notice shall be sent by the Board Chair, Secretary, or staff to the address or e-mail appearing on the Official Register and said act shall be deemed as compliance with the notice requirement.

### **Section 5: Attendance Requirement**

Any Director missing two (2) consecutive meetings may be contacted by the Chair of the Board or a person or committee appointed by the Chair and they may determine the reason for his/her absence and his/her intention to continue his/her activities on the Board. A report shall be given to the Board of Directors at their Regular Meeting or Special Meeting at which time the Board may declare a vacancy and, if a vacancy is declared, then the procedure as outlined heretofore in filling vacancies shall be in effect.

## **ARTICLE IV**

### **EXECUTIVE COMMITTEE**

#### **Section 1: Composition of the Executive Committee**

The Chair of the Board shall appoint the directors of the Executive Committee with the approval of the Board of Directors. The Executive Committee shall have full power of the Board of Directors and shall carryout the policies of the Board of Directors and direct the activities of the Executive Director and the staff of the ADD. The Executive Committee shall total seventeen (17) persons and shall be composed as follows:

- A. The Officers of the Board of Directors shall serve as Officers of the Executive Committee and constitute four (4) of the seventeen (17) directors of the Executive Committee.
- B. The Executive Committee shall be composed of a minimum of nine (9) elected officials and a minimum of two (2) citizen board directors.
- C. Term of office of directors of the Executive Committee shall coincide with directorship on the Board of Directors as provided in Article II, Section 3. The Executive Committee shall have one and only one director from each of the seventeen counties of the Area and shall be chosen from the directors of the Board of Directors.
- D. A quorum of the Executive Committee shall consist of nine (9) directors, including at least one (1) Officer, to transact business, but a lesser number shall be sufficient to adjourn a meeting.

## **Section 2: Responsibilities of the Executive Committee**

The purpose of the Executive Committee is to provide the Board of Directors with orderly management of the business affairs the Development District. It shall be within the Executive Committee's authority and power to oversee and/or conduct the normal and recurring business of the Board, including but not limited to, the execution of personal service contracts, personal property or real property which will bind the ADD, power to delegate powers, duties and authority to the Executive Director and Officers, the power to remove the Executive Director, approval of the payment of: authorized staff salaries, official travel expense, expenditures for office supplies and materials, telephone and utility bills, rent payment--if any, authorized employee insurance and retirement benefit premium, withholding taxes. Payments which have not received prior approval shall be considered for post approval by the Executive Committee. Expenditures not generally covered by the items listed above shall require prior authorization for payment by the Executive Committee. The Executive Committee shall furnish the Board of Directors a quarterly and annual financial statement and they shall see that the Annual Audit or other audits are completed as required by these By-laws and/or Board directive. The Executive Committee shall have other powers and duties as may be specified by the Board of Directors.

## **Section 3: Regular Meetings**

Regular meetings of the Executive Committee shall be scheduled and such meetings shall be held at 5:00 p.m. on the fourth Wednesday of each month or at such date, time, and place in the District as prescribed by the notice of said meetings.

## **Section 4: Special Meetings**

Special Meetings of the Executive Committee will be held on the call of the Chair or nine (9) directors of the Executive Committee. The time, place, date, and purpose of said Special Meeting shall be as designated by the notice of said meeting and said notice shall be given by a minimum of e-mail notification twenty-four (24) hours prior to the meeting, or may be provided by email or other direct electronic communication provided the Executive Committee member who has provided an email address or other electronic address to the ADD

## **Section 5: Notice Requirement For Change of Date of Regular Meeting**

Notice of Change of Time or Date of an Executive Committee Meetings shall be mailed or e-mailed to each Director not less than 24 hours prior to the meeting.

## **Section 6: Attendance Requirement**

Any Director missing three (3) consecutive meetings may be contacted by the Chair of the Board or a person or committee appointed by the Chair and they may determine the reason for his/her absence and his/her intention to continue his/her activities on the Executive Committee. A report shall be given to the Board of Directors at their Regular Meeting or Special Meeting at which time the Board may declare a vacancy and, if a vacancy is declared, then the procedure as outlined heretofore in filling vacancies shall be in effect.

## **ARTICLE V**

### **OFFICERS**

#### **Section 1: Officers of the Board**

The Officers of the Board of Directors shall be a Chair of the Board, Vice-Chair of the Board, Secretary, Treasurer, and such other officers as the Board of Directors may deem advisable. Officers of the Board shall also serve as Officers of the membership and the Executive Committee. The Officers may serve as Ex-Officio members of the Functional Advisory Committees.

#### **Section 2: Election of Officers and Term of Office**

The Officers shall be elected by the Board of Directors at their Annual meeting and they shall hold office for one (1) year or until their successors have been elected and qualified; however, if the Board of Directors shall decide to name another officer in accordance with its privileges outlined heretofore in the By-Laws, the Board of Directors may provide when and for what term he/she shall be elected. In the event of a vacancy occurring during the period for which an officer has been elected, the Board shall fill such a vacancy at the next Regular Meeting or sooner at a Special Meeting of the Board of Directors. Any officer elected or appointed by the Board may succeed themselves in office, not to exceed more than two (2) successive terms.

#### **Section 3: Removal of an Officer**

An Officer may be removed for inefficiency, malfeasance, or conflict of interest at any time by the majority vote of the entire directorship of the Board of Directors provided that written charges are submitted to him/her within thirty (30) days prior to such action and they be given a chance to plead their case. The person so removed shall have a right of appeal to the Circuit Court.

#### **Section 4: Eligibility of Officers**

Any Director of the Board shall be eligible to hold office. A majority of officers shall be elected officials.

#### **Section 5: Expenses**

Payment of expenses of the Officers and of the Directors shall be determined and subject to authorization by the Executive Committee.

## **ARTICLE VI**

### **DUTIES OF THE OFFICERS**

#### **Section 1: Chair of the Board**

The Chair shall be the chief executive of the Board of Directors and the Executive Committee. He/she shall preside at all meetings of the Directors. He/she shall have general and active management of the business of the Board and shall see that all order, policies, and resolutions of the Board of Directors are carried into effect. He/she shall also perform other duties as may from time to time be delegated to him/her by the Board.

#### **Section 2: Vice-Chair of the Board**

The Vice-Chair shall preside at meetings of the Board of Directors or the Executive Committee in the event of the Chair's absence, or inability to perform his/her duties. He/she shall also perform duties as may from time to time be delegated to him/her by the Chair of the Board.

### **Section 3: Secretary of the Board**

The Secretary shall keep the records of the Board of Directors and Executive Committee, the minutes of the meetings of the Boards, and the Official Register of the membership, the Board of Directors, and the Executive Committee. The Secretary shall notify officers, committees, and delegates of their elections and appointments. He/she shall read the minutes of each business session. The Secretary may delegate any and all of these duties to a member of the staff if he/she so desires; however, such delegation does not relieve the Secretary of his/her responsibilities. He/she shall also perform duties as may from time to time be delegated by the Board.

### **Section 4: Treasurer of the Board**

The Treasurer shall be the custodian of all monies and securities of the ADD and shall provide for the accurate keeping of regular books of account of ADD funds and properties. The Treasurer may delegate any and all of these duties to a member of the staff if he/she so desires; however, such delegation does not relieve the Treasurer of his/her responsibilities. He/She shall also perform duties as may from time to time be delegated to him/her by the Board.

### **Section 5: Administrative Officers and Staff**

The Executive Committee may employ personnel and contract with other persons as it deems necessary to carry out the goals, objectives, programs, and duties assigned to it by virtue of these By-Laws, Charter, and the Laws of the Commonwealth of Kentucky. The Chief Administrative Officer shall be the Executive Director who shall be appointed by the Board to administer, direct, implement, and otherwise carry out the functions and duties of this organization. The Executive Director will implement the policies and programs of the Board and shall recommend to the Board on such matters as budget, staff policies and appointments, programs, contracts, studies, organization, and other such matters of direct concern to the Board. The Executive Director shall also serve as an ex-officio member of all functional advisory committees of the Board. The Executive Director may be removed at any time, with or without cause, by a majority vote of the Executive Committee. However, the Executive Committee may recommend contracts to the Board of Directors which could include a contract of employment which could modify the at will employment status.

Other administrative and/or professional level employees of the Board as well as paraprofessionals and support employees shall be under the direct supervision of and responsible to the Executive Director. The Executive Committee with the advice of the Executive Director shall adopt work rules and policies to govern the staff operations and functions.

## **ARTICLE VII COMMITTEES and COUNCILS**

### **Section 1: Functional Advisory Committees and Councils**

#### **A. Committees Authorized; Meetings**

The Board of Directors shall function normally through the reports and recommendations of its Functional Advisory Committees which shall include, but not be limited to: Regional Planning Council; Regional Transportation Committee; Area Agency on Aging Advisory Committee; Local Elected Officials Committee; Area Water Management Council; Nominating Committee; Audit Committee; Development Advisory Committee; Regional Human Services Council; Natural Resources and Environmental Protection Advisory Committee; Tourism, Historic Preservation and Recreation Advisory Committee;; and Homeland Security.

These Committees shall conduct business at least once a year, and at such intervals determined by the Committee or Council as approved by the Executive Committee, at a place, time and date designated by advance notice as determined by each Committee.

**B. Committee Membership**

The Executive Committee shall by majority vote appoint all members of Functional Advisory Committees. Nominations for those members representing a specific geographic area shall be made by Board of Directors members representing that area. Notices of vacancies in Committee membership shall be sent to the Board of Directors members representing the area in which the vacancy exists. Should there be no response from these Board members within thirty (30) days; the Committee may nominate persons for membership. Membership on each Functional Advisory Committee shall be composed of Directors and those persons from the area who are willing to serve and contribute to the purpose of the ADD.

**C. Committee Composition**

Each Committee shall have a Chair, Vice-Chair and other such officers as deemed necessary by the Committee. The Chair of each Committee shall be an elected official on the Board of Directors, appointed by the Chair of the Board, with the consent of the Executive Committee. Other officers of each committee shall be chosen by the members of that Committee.

**D. Committee By-Laws**

All Functional Advisory Committees may, operate under By-Laws to be approved by the Executive Committee, if such By-Laws are required by law or deemed necessary.

**E. Committee Actions**

Recommendations and other actions of functional advisory committees established under this Article are not binding on the Board of Directors until adopted by that body or the Executive Committee.

**Section 2: Regional Planning Council**

**A. Council Purpose**



The Regional Planning Council shall act in an advisory capacity on land use matters throughout the district as established by KRS 147A.125. To insure compatible treatment of planned development throughout the district, the council may review comprehensive plans of planning units within the district for regional impact, may develop regional transportation, infrastructure, and land use plans for the district, and may make recommendations regarding the regional impact of proposed comprehensive plans and plan amendments of planning units within the district.

**B. Council Composition**

The Regional Planning Council shall be composed of one (1) representative from each planning unit in the district. Each representative shall be appointed annually by the planning commission of each planning unit in the district. To be eligible for appointment to the council, a person shall be a member of the planning commission, or the planning commission's professional staff. At its first regular meeting in each year, the council shall elect from its membership a president and vice president. The vice president shall have the authority to act as president of the council during the absence or disability of the president.

**C. Council Meetings**

The Regional Planning Council shall meet at the call of the president, but at least quarterly in each year.

**D. Council By-Laws**

The Regional Planning Council shall adopt by-laws to be approved by the Executive Committee.

**E. Council Actions**

Recommendations and other actions of the Regional Planning Council are not binding on the Board of Directors until adopted by that body or the Executive Committee.

**Section 3: Regional Transportation Committee**

**A. Committee Purpose**

The Bluegrass Regional Transportation Committee shall consult, solicit input, develop regional goals and direction, identify and review regional transportation needs, provide transportation information/updates, and address any other transportation issues in the region. The committee shall function as required by the Kentucky Transportation Cabinet Annual Work Plan for the Bluegrass ADD.

**B. Committee Composition**

The Regional Transportation Committee shall have a broad-based membership as required in the Kentucky Transportation Cabinet Annual Work Plan for the Bluegrass ADD. The Regional Transportation Committee shall have at least 17 members. The ADD Chair shall name the committee Chair and Vice Chair.

**C. Committee Meetings**

The Regional Transportation Committee shall meet as required by the Kentucky Transportation Cabinet Annual Work Plan for the Bluegrass ADD.

D. Committee By-Laws

The Regional Transportation Committee shall adopt by-laws to be approved by the Executive Committee.

E. Committee Actions

Recommendations and other actions of the Regional Transportation Committee are not binding on the Board of Directors until adopted by that body or the Executive Committee.

**Section 4: Area Agency on Aging Advisory Council**

A. Council Purpose

The Area Agency on Aging Advisory Council shall carry out advisory functions which further the area agency on aging's mission of developing and coordinating community-based systems of services for older persons in the planning and service area. The council shall advise the area agency on aging relative to developing and administering the area plan, conducting public hearings, representing the interest of older persons; and reviewing and commenting on community policies, programs and actions which affect older persons with the intent of assuring maximum coordination and responsiveness to older persons. The committee shall function as required by the the Older Americans Act of 1965 as amended and 910 KAR 1:220.

B. Council Composition

The Area Agency on Aging Advisory Council shall include individuals and representatives of community organizations who shall help to enhance the leadership role of the area agency on aging in developing community based systems of services. The Area Agency on Aging Advisory Council shall have at least 17 members. Council members are appointed by the county advisory councils from each county within the area. The ADD Chair shall name the committee Chair. Other officers are elected by the council at it's January meeting.

C. Council Meetings

The Area Agency on Aging Advisory Council shall meet as required but no less than six (6) times per year.

D. Council By-Laws

The Bluegrass Area Agency on Aging Advisory Council shall adopt by-laws to be approved by the Executive Committee.

E. Council Actions

Recommendations and other actions of the Bluegrass Area Agency on Aging Advisory Council are not binding on the Board of Directors until adopted by that body or the Executive Committee.

**Section 5: Local Elected Officials Advisory Committee**

A. Purpose

The Local Elected Officials (the “LEOs”), as determined under the 1998 Workforce Investment Act, or any successor federal act relating to workforce (the “Workforce Act”) have significant responsibilities, duties and powers. By Interlocal Cooperative Agreement the LEOs will designate an elected official to serve as the Chief Local Elected Official (the “CLEO”) for the Bluegrass Workforce Investment Area (the “BGWIA”). The BGWIA and the BGADD have the same geographical boundaries. The LEOs have expressed a desire to have a committee of County Judge Executives to serve as an advisory committee to assist and advise the CLEO with regard to his/her duties and responsibilities and to assist with decisions that will affect the BGWIA.

**B. LEOs Committee Composition**

The LEOs Committee shall be formed immediately upon the adoption of these bylaws. The initial LEOs Committee shall be made up of Eligible LEO Committee Members (as defined below) who express a written interest to serve on the LEO Committee within 15 days of said adoption. Thereafter, in December of each year ending in an odd number, the Chair shall send a letter to the County Judge Executives for each County within the BGWIA and the Mayor of Lexington to determine if the County Judge or the Mayor Lexington desires to serve on this Committee (“Eligible LEO Committee Members”). The committee members must each be either a County Judge Executive or the Mayor of Lexington, and may not be a person representing a County Judge Executive or the Mayor of Lexington. The committee shall be comprised of at least three (3) members and no more than seventeen (17) members, but must be an odd number of members to avoid any ties. The CLEO, irrespective of the office held, will automatically be a member of the LEO committee. All Eligible LEO Committee Members who express a written interest to serve on the LEO committee by January 15 of each even year, shall serve on the LEO Committee from February 1, to January 31 of the next even year.

**C. Responsibilities of LEO Members**

The LEO members must attend 75% of all LEO meetings and shall also attend at least one education seminar relating the Workforce Investment. The LEO Members will also be responsive to questions or other inquiries from the collective body of BGWIA LEOs.

**D. Meetings**

The CLEO shall designate two general meetings each year. The CLEO, or any two LEOs, may also call a special meeting at the time, date and place designated for the meeting. The notice of the meeting must be e-mailed to all LEOs Committee Members a minimum of twenty-four (24) hours prior to the meeting. The Notice must contain the purpose of the meeting.

**E. Actions**

The LEOs may make recommendations to the CLEO and may provide general advice to the CLEO with regard to his duties, decisions and responsibilities under the Act.

**Section 6: Bluegrass Area Water Management Council**

**A. Council Purpose**

The Bluegrass Area Water Management Council shall monitor water and wastewater planning within the District. The Water Management Council shall operate in accordance with KRS 151 and 224A, as revised by the 2000 Kentucky General Assembly; Senate Bill 409.

**B. Council Composition**

The Bluegrass Area Water Management Council membership shall consist of the county judges/executives within the ADD, the mayors of municipalities that operate either a water or wastewater system within the ADD, the water and wastewater utility managers and/or operators within the ADD and representatives from the health departments within the ADD. The Council shall have at least 17 members. The ADD Chair shall name the Council Chair. Other offices shall be elected by the Council.

**C. Council Meetings**

The Bluegrass Area Water Management Council shall meet as required, but no less than twice annually.

**D. Council By-Laws**

The Bluegrass Area Water Management Council shall adopt by-laws to be approved by the Executive Committee.

**E. Council Actions**

Recommendations and other actions of the Bluegrass Area Water Management Council are not binding on the Board of Directors until adopted by that body or the Executive Committee.

**Section 7: Nominating Committee**

**A. Committee Purpose**

The Nominating Committee shall be responsible for presenting a slate of officers at the Annual Board of Directors Meeting. The slate will include a Chair, Vice-Chair, Secretary and Treasurer. Additionally, the Nominating Committee shall be responsible for the nomination of At-Large Directors.

**B. Committee Composition**

The Nominating Committee shall be composed of Directors who have exceptional knowledge of the purpose, mission and projects of the ADD. The Chair of the Board shall appoint the members of the Nominating Committee which shall consist of one Judge/Executive, one Mayor, one Citizen Director and one past Officer of the Board. Currently seated Officers shall not be eligible to serve on the Nominating Committee.

**C. Committee Meetings**

The Nominating Committee shall meet as necessary to agree on the best candidates for office. Notice will be given five (5) days in advance. A quorum will consist of three (3) members.

**Section 9: Audit Committee**

**A. Committee Purpose**

The Audit Committee shall be responsible for working with financial and government auditors who may audit BGADD finances, programs, and management from time to time. In addition, the committee will work with the Executive Director to prepare responses to audit findings and reports and to oversee the implementation of corrective measures. The Committee will review audits, and may request additional audits or other financial information.

**B. Committee Composition**

The Chair of the Board shall appoint the members of the Audit Committee. The committee will strive to have one Judge/Executive, one Mayor, one Citizen Director and one past Officer of the Board. The committee will consist of a minimum of three but no more than five members.

**C. Committee Meetings**

The Audit Committee shall meet as necessary to address the audit needs of the BGADD, but not less than 4 times per year. Notice will be given (5) days in advance. A quorum will consist of three members.

**Section 10: Development Advisory Committee**

**A. Committee Purpose**

The Development Advisory Committee is concerned with the promotion of economic activity throughout the region through the creation of working relationships among local businesses and industries, chambers of commerce, financial institutions, trade and tourism organizations, and government agencies and officials. Topics of discussion include labor supply, vocational training, labor recruitment and related legislation as well as suitable sites for commercial, industrial, tourism and related development. This committee was created to fulfill requirements of the federal Economic Development Administration.

**B. Committee Composition**

Membership shall consist of interested persons of the area who are willing to give of their time and talents to promote the objectives and purposes of the Committee. The membership will total at least seventeen (17) members with all counties participating as well as interested groups being represented. A county shall be entitled to representation according to its population in the most recent U. S. Census by the following set forth in the Development Advisory Committee bylaws. Members who are willing to give of their time and talents shall be appointed to the Committee by the county judge-executive and/or mayor of the county seat within their respective county.

**C. Committee Meetings**

The Committee shall conduct regular meetings as determined by the Committee or upon call of the chairman, or at the direction of the ADD Board of Directors. The Committee shall conduct business once every two months. The regular scheduled meeting will be the 4th Tuesday of the month beginning in February.

## **Section 11: Human Service Advisory Committee**

### **A. Committee Purpose**

The Human Service Advisory Committee serves as a planning body for local-level human service needs, meeting bi-monthly to review and comment on grant applications for Bluegrass region projects in the area of income, health and nutrition assistance, housing, employment, youth, equal rights and education. The membership may also consider areas of special concern to other existing ADD committees and councils, such as transportation, energy, land use, child advocacy, when they affect human resources within the ADD.

### **B. Committee Composition**

The Committee consists of at least 17 members, with one representative from each ADD county, and other individuals and stakeholders interested in human service issues as at-large members. It is specifically encouraged to be a group with a wide range of interests and representation made of: elected officials, law enforcement, human service providers, healthcare service providers, education representatives, social service providers, volunteer organization providers and the general public.

### **C. Committee Meetings**

The Committee shall schedule regular bi-monthly meetings. A minimum of four (4) meetings shall be conducted annually. Special meetings can be called by the Chair or by written petition signed by six (6) committee members. The regularly scheduled meeting will be the 2<sup>nd</sup> Thursday of every other month beginning with February.

## **Section 12: Natural Resource, Environmental Protection Advisory Committee**

### **A. Committee Purpose**

The NREPAC reviews a wide variety of development projects, including water, sewer and housing, that carry with them potentially negative environmental effects. The purpose of this Committee is to promote and assist in the protection, maintenance and development of natural resources, and to protect and enhance the region's environment. The Committee also advises the Board on issues related to water and wastewater, air quality, solid waste, land and soil, forest, agricultural, mineral and other resources.

### **B. Committee Composition**

Membership shall consist of interested persons of the 17-county area who are willing to give of their time and talents to promote the objectives and purposes of the Committee. The membership will total at least 17 members with all participating counties as well as interest groups being represented. A county shall be entitled to representation according to its population in the most recent US Census by the following formula set forth in the NREPAC bylaws. Members who are willing to give of their time and talents shall be appointed to the Committee by the county judge-executive and/or mayor of the county seat within their respective county.

### **C. Committee Meetings**

The Committee shall conduct regular meetings every other month. A quorum shall consist of those members present. Whenever possible, notice of the date, time, and place of meetings shall be mailed to each member not less than seven

days before the date of the meeting and as much as 14 days before the date of the meeting. Meetings shall be held on the last Wednesday every other month beginning in January, unless other events create a conflict that would reduce attendance at the meeting.

### **Section 13: Tourism, Historic Preservation, Recreation Advisory Committee**

#### **A. Committee Purpose**

The purpose of this committee (THRAC) is the joint development of recreational opportunities, promoting tourist attractions and preserving the historic heritage of the Bluegrass region. The committee works with and advises the ADD Board and other agencies on development and dissemination of information on transportation options, facilities, programs and policies as they pertain to parks and recreation, tourism and historic preservation.

#### **B. Committee Composition**

Membership shall consist of interested persons of the 17-county area who are willing to give of their time and talents to promote the objectives and purposes of the Committee. The membership will total at least 17 members with all participating counties as well as interest groups being represented. A county shall be entitled to representation according to its population in the most recent US Census by the following formula set forth in the THRAC bylaws. Members who are willing to give of their time and talents shall be appointed to the Committee by the county judge-executive and/or mayor of the county seat within their respective county.

#### **C. Committee Meetings**

The Committee shall conduct regular meetings every other month. A quorum shall consist of those members present. Whenever possible, notice of the date, time, and place of meetings shall be mailed to each member not less than seven days before the date of the meeting and as much as 14 days before the date of the meeting. Meetings shall be held on the same day and time every other month unless other events create a conflict that would reduce attendance at the meeting.

### **Section 15: Homeland Security Council**

#### **A. Committee Purpose**

This Council is designed as a forum for elected officials and first responders such as public health officials, law enforcement officers, firefighters and emergency services personnel. The Council works to encourage cooperation among various groups and agencies, assist local agencies in prevention and response activities, seek funding for local and regional projects related to homeland security and aid local jurisdictions in protecting local economies in the case of terrorist acts and other emergencies. The Council also directs the periodic update of the Regional Hazard Mitigation Plan, as required by federal regulation, and oversees hazard mitigation projects.

#### **B. Committee Composition**

Membership shall consist of interested persons of the 17-county area who are willing to give of their time and talents to promote the objectives and purposes of the Council. The membership will total at least 17 members with all participating counties as well as interest groups being represented. A county shall be entitled to representation according to its population in the most recent US Census by the following formula set forth in the Homeland Security Council

bylaws. Members who are willing to give of their time and talents shall be appointed to the Committee by the county judge-executive and/or mayor of the county seat within their respective county.

#### **C. Committee Meetings**

The Council shall conduct regular meetings every other month. A quorum shall consist of those members present. Whenever possible, notice of the date, time, and place of meetings shall be mailed to each member not less than seven days before the date of the meeting and as much as 14 days before the date of the meeting. Meetings shall be held on the same day and time every other month unless other events create a conflict that would reduce attendance at the meeting.

### **Section 16: Special Committees**

The Board of Directors may appoint special purpose Committees which shall be terminated at such time deemed appropriate by the Board.

## **ARTICLE VIII**

### **DEPOSITS, DISBURSEMENTS, BOND AND AUDIT**

#### **Section 1: Deposits**

Deposits to the credit of the ADD of all notes, moneys, valuables, checks, drafts, bonds, and other instruments received by the ADD shall be made in such banks and depositories as the Executive Committee may from time to time designate. All such deposits shall be made in a manner as prescribed by the Executive Committee.

#### **Section 2: Disbursements**

Disbursements of funds of the Board for expenditures as generally or specifically authorized or appropriated by the Board shall require the signature of the Treasurer and either the Chair or Executive Director. Those things not receiving prior approval shall receive consideration for post-approval in the manner as prescribed by these By-Laws or Board Resolution.

#### **Section 3: Bonding Required**

Any Officer or employee of the Board handling money or securities of the ADD shall be bonded at the Board's expense in the amount as determined by the Executive Committee and/or laws of the Commonwealth of Kentucky.

#### **Section 4: Audit**

It shall be the duty of the Audit Committee to appoint a public accountant, not an employee of the Board or a Board member, to examine and audit the accounts of the Bluegrass Area Development District, Incorporated.

## **ARTICLE IX**

### **RATIFICATION, AMENDMENTS, AND EFFECTIVE DATE**

#### **Section 1: Ratification**

Whenever an Officer, Committee, and/or employee of the Board performs an act and/or function in the name of the Board as may be lawful by these By-Laws, Charter, Laws of the Commonwealth of Kentucky and/or authorization and/or appropriation of the Board, such acts or performance of such functions may be



ratified by the Board, if such ratification is specifically required, either at a meeting of the Board or by mail provided that a majority of the entire directorship of the Board place their signatures on a statement of ratification which is mailed to all members of the Board. Ratification by mail may be used upon the approval of the Chair, Executive Committee, and/or Board of Directors. Results of such poll-by-mail shall be recorded in the minutes of the next regular meeting of the Board.

**Section 2: Amendments**

Amendments to these By-Laws shall be made by adoption by simple majority of the entire membership of the Board of Directors provided such amendments have been submitted to the Executive Committee for review prior to enactment and further provided that all proposed changes are distributed to the entire membership of the Board by e-mail at least seven (7) days prior to the meeting at which said amendments are scheduled to be acted upon.

**Section 3: Effective Date of Adoption**

These By-Laws shall be in effect immediately upon adoption by a majority of the County Judge/Executives and Mayors who are directors of the Board. Subsequent amendments to these By-Laws shall become effective immediately upon their adoption by a majority of the entire directorship of the Board as prescribed herein.

Revised and Adopted by the Board of Directors on Wednesday, July 23, 2014.

  
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**CHAIR**

  
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**SECRETARY**